

EXHIBIT C

\$8,028,000,000

CREDIT AGREEMENT

Dated as of May 17, 2007

Among

TRIBUNE COMPANY

as Borrower

THE INITIAL LENDERS NAMED HEREIN

as Initial Lenders

JPMORGAN CHASE BANK, N.A.

as Administrative Agent

MERRILL LYNCH CAPITAL CORPORATION

as Syndication Agent

CITICORP NORTH AMERICA, INC.,

BANK OF AMERICA, N.A.

and

BARCLAYS BANK PLC

as Co-Documentation Agents

and

**J.P. MORGAN SECURITIES INC.,
MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED,
CITIGROUP GLOBAL MARKETS INC.**

and

BANC OF AMERICA SECURITIES LLC

as Joint Lead Arrangers and Joint Bookrunners

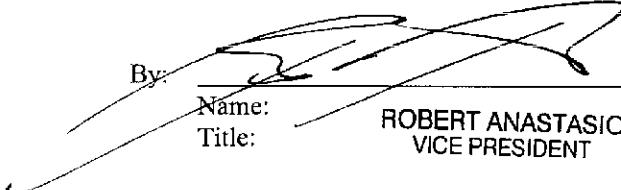
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective authorized officers as of the day and year first above written.

TRIBUNE COMPANY

By: C. Byelmont
Name:
Title:

[amendment no. 1]

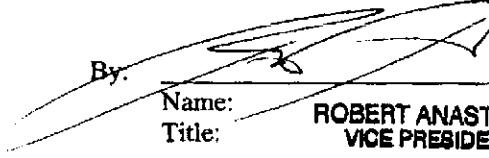
JPMORGAN CHASE BANK, N.A.,
as Agent

By: 
Name: ROBERT ANASTASIO
Title: VICE PRESIDENT

[amendment no. 1]

TRB0520894

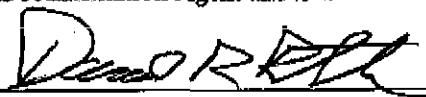
JPMORGAN CHASE BANK, N.A.,
as a Lender

By: 

Name: ROBERT ANASTASIO
Title: VICE PRESIDENT

Bank of America, N.A.
as Co-Documentation Agent and Lender

By:



Name: Daniel R. Petrik
Title: Senior Vice President

BARCLAYS BANK PLC,
as a Lender

By: David Barton
Name: David Barton
Title: Associate Director

CITICORP NORTH AMERICA, INC.,
as a Lender

By:

Name:

Title:

Julie Persily
Julie Persily
VP and Managing Director

CIT Lending Services, Inc.

as a Lender

By: Charles J. Dreifus
Name: Charles J. Dreifus
Title: Vice President

LaSalle Bank National Association

333 Lender

By:



Name: Paul B. Cronin

Title: Senior Vice President

Lehman Brothers Commercial Bank,
as a Lender

By:


Name: George Janes
Title: Chief Credit Officer

Merrill Lynch Capital Corporation,
as a Lender

By: DAN
Name: Daniel Thulin
Title: Vice President

**Sumitomo Mitsui Banking Corporation,
as a Lender**

By:

Name:

Title:

**Yoshihiro Hyakutome
General Manager**